ARTICLE I

1.01. Principal Office. The principal office of the Corporation for its transaction of business is located in the City of Sacramento and County of Sacramento, California. The current office location is The Urban Hive, 1931 H Street, Sacramento, CA 95811 and the Corporation’s mailing address is: PO Box 162140, Sacramento, CA 95816.

1.02. Power to Change Office. The Board of Directors is granted full power and authority to change the principal office of the Corporation from one location to another in the City of Sacramento, County of Sacramento, California. Any change of address will be noted by the Secretary in these Bylaws, but will not be considered an amendment of these Bylaws.

ARTICLE II

MEMBERS

2.01. Classification of Members. The Corporation will have one class of members only, and each member has equal voting and other rights. No person may hold more than one membership in the Corporation.

2.02. Eligibility for Membership. Any person, as defined in California Corporations Code Section 5065, is eligible to be a member of the Corporation, except that, in the case of a natural person, the person will not be eligible for membership unless over the age of 18 years.

2.03. Qualification of Members. Any person, eligible for membership under Section 2.02 of these Bylaws, is qualified for membership only after that person has satisfied the following qualifications:

(a) Completed a membership application on a form provided by the Corporation, as amended from time to time; and

(b) Deposited with the Corporation the initial payment of dues as then currently in effect.

2.04. Admission to Membership. Any person, eligible for membership under Section 2.02 of these Bylaws and qualified for membership under Section 2.03 of these Bylaws, will be admitted to membership upon receipt of an application submitted by that person in the form and manner prescribed by the Board of Directors and on the payment of the first annual dues as specified in Section 2.05 of these Bylaws.
2.05. Annual Dues. The annual dues payable to the Corporation by members will be in the amounts determined by resolution of the Board of Directors. Dues are payable for the first year on admission to membership and annually thereafter at the time or times as may be fixed by the Board of Directors. A member may resign in written or verbal form. Non-payment of dues after failure to respond to written renewal notices will be treated as resignation from membership.

2.06. Number of Members. There is no limit on the number of members the Corporation may admit.

2.07. Transferability of Membership. Neither membership in the Corporation nor any rights in the membership may be transferred or assigned for value or otherwise.

2.08. Membership Book. The Corporation will keep a membership book containing the name and address of each member in any form capable of being converted into written form. The book must also note if a membership has terminated and the date on which that membership ceased. The book will be made available at the principal office of the Corporation and is subject to the rights of inspection required by law and as set forth in Section 2.09 of these Bylaws.

2.09. Inspection Rights of Members—Demand.

(a) Subject to the Corporation’s right to set aside a demand for inspection pursuant to and the authority of the court to limit inspection rights pursuant to, and unless the Corporation provides a reasonable alternative as permitted by Section 2.09(c) of these Bylaws, a member satisfying the qualifications set forth may do either or both of the following:

(1) Inspect and copy the record of all the members’ names, addresses, and voting rights, at reasonable times, on five business days prior written demand on the Corporation, which must state the purpose for which the inspection rights are requested; or

(2) Obtain from the Secretary of the Corporation, on written demand and tender of a reasonable charge, a list of the names, addresses, and voting rights of those members entitled to vote for the election of Directors, as of the most recent record date for which it has been compiled or as of the date of demand. The demand must state the purpose for which the list is requested. The membership list will be available on or before the later of 10 business days after the demand is received, or after the date specified in the demand as the date as of which the list is to be compiled.

(b) Members Permitted to Exercise Rights of Inspection.

The rights of inspection (a) of these Bylaws may be exercised by the following:

(1) Any member, for a purpose reasonably related to that person’s interest as a member;

(2) The authorized number of members for a purpose reasonably related to the members’ interest as members; and

(c) Alternative method of achieving purpose.

The Corporation, within 10 business days after receiving a demand pursuant to Section 2.09(a) of these Bylaws, may deliver to the person or persons making the demand a written offer of an
alternative method of achieving the purpose identified in the demand without providing access to or a copy of the membership list. An alternative method that reasonably and in a timely manner accomplishes the proper purpose set forth in a demand made pursuant to Section 2.09(a) of these Bylaws will be deemed reasonable, unless within a reasonable time after acceptance of the offer, the Corporation fails to affect the alternative method. Any rejection of the offer must be in writing and indicate the reasons the alternative proposed by the Corporation does not meet the proper purpose of the demand made pursuant to Section 2.09(a) of these Bylaws.

2.10. Nonliability of Members. A member of the Corporation is not personally liable, solely because of membership, for the debts, obligations, or liabilities of the Corporation.

2.11. Termination of Membership—Causes.

(a) The membership and all rights of membership automatically terminate on the occurrence of any of the following causes:

1. The voluntary resignation of a member;

2. When a membership is issued for a period of time, the expiration of that period;

3. The death of a member;

4. The dissolution of corporate members;

5. The nonpayment of dues, subject to the limitations set forth in Section 2.11(b) of these Bylaws;

6. The termination of all memberships or any class of members on the amendment of these bylaws permitting the termination, pursuant to California Corporations Code Section 5342.

(b) Nonpayment of Dues. The membership of any member who fails to pay his or her dues within 30 days of the due date automatically terminates at the end of that 30-day period, provided that the member was given (1) 15 days prior written notice of the termination stating the reasons for termination, and (2) a timely opportunity to be heard on the matter of the termination. The notice will be given personally to the member or sent by mail to the last address of the member as shown on the records of the Corporation. The opportunity to be heard, at the election of the member, may be oral or in writing and must occur not less than 5 days before the effective date of the termination. The hearing shall be conducted by a committee composed of the President, Secretary, and Treasurer of the Corporation. The hearing will be presided over by the President of the Corporation who will perform the following duties:

1. Read the charges against the subject member.

2. Require that the charges be verified by the testimony of the person or persons making them.

3. Hear any other witnesses against the subject member.

4. Allow the subject member to cross-examine each witness following the testimony of that witness.
(5) Allow the subject member to make a statement in his or her own behalf;

(6) Allow the subject member to call witnesses in his or her own behalf.

(7) Allow the members of the committee conducting the hearing to question the witnesses after they have been questioned by the subject member.

The committee conducting the hearing will conduct the hearing in good faith and in a fair and reasonable manner. The committee has the exclusive power and authority to decide that the proposed termination not take place.

(c) Effect of Termination. Any and all rights of a member in the Corporation and in its property cease on the termination of membership. However, termination does not relieve the member from any obligation for charges incurred, services or benefits actually rendered, dues, or fees, or arising from contract or otherwise. The Corporation retains the right to enforce any obligation or obtain damages for its breach.

ARTICLE III
MEETINGS OF MEMBERS

3.01. Place. Meetings of members will be held at the principal office of the Corporation or the location within the State of California as may be designated from time to time by resolution of the Board of Directors.

3.02. Regular Meetings.

The members will meet annually in the fourth quarter of each calendar year at a time and place, within the County of Sacramento, as designated by the board, for the purpose of transacting proper business as may come before the meeting, including the election of Directors for the terms as are fixed in Section 4.03 of these Bylaws. If the election of Directors does not occur at any meeting of the members or without a meeting by written ballot pursuant to Section 3.11 of these Bylaws, the Board will (or 5 percent of the members may) cause the election of Directors to be held at a special meeting of members called and held as soon as it is reasonably possible after the adjournment of the regular meeting of the members. If the day fixed for the regular meeting of members falls on a legal holiday, the meeting will be held at the same hour and place on the next succeeding day.

3.03. Special Meetings. Special meetings of members will be called by the Board of Directors, the Chair of the Board, the President of the Corporation, or any two officers of the Corporation or upon written request to the board signed by not less than 5% of the membership and held at the times and places within the City of Sacramento, State of California that may be ordered by resolution of the Board of Directors. Five percent or more of the members of the Corporation may call special meetings for any lawful purpose.

3.04. Notice of Meetings. Written notice of every meeting of members must be given by electronic transmission, personally delivered, or mailed by first class United States mail, postage prepaid, not less than 10 days before the date of the meeting to each member who is entitled to vote at the meeting as of the record date for notice of the meeting.

If notice is given by mail or other means of written communication, the notice must be addressed to the member at the address appearing on the books of the Corporation or at the address given
by the member to the Corporation for the purpose of notice. If no address appears or was given by the member, notice will be given at the principal office of the Corporation. The Secretary of the Corporation, or any transfer agent specially designated by the Secretary for this purpose, will execute an affidavit of the giving of the notice of the meeting of members. In the case of a specially called meeting of members, notice that a special meeting will be held at a time requested by the person or persons calling the meeting not less than 35 days nor more than 90 days after receipt of the written request from that person or persons by the Chair of the Board, President, Vice President or Secretary of the Corporation will be sent to the members forthwith and in any event within 20 days after the request was received.

Notice of meetings may be given by electronic transmission in accordance with California Corporations Code Sections 20 and 5511(b).

No meeting of members may be adjourned more than 45 days. If a meeting is adjourned to another time or place, and thereafter a new record date is fixed for notice or voting, a notice of the adjourned meeting will be given to each member of record who, on the record date for notice of the meeting, is entitled to vote at the meeting.

3.05. Contents of Notice. The notice will state the place, date, and time of the meeting. In the case of regular meetings, the notice will state those matters that the Board of Directors, at the time the notice is given, intends to present for action by the members. The notice of any meeting at which Directors are to be elected must include the names of all those who are nominees at the time the notice is given to the members.

3.06. Waivers, Consents and Approvals. The transactions of any meeting of members, however called and noticed, and wherever held, are as valid as though had at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote but not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. All waivers, consents, and approvals will be filed with the corporate records.

3.07. Quorum. A quorum at any meeting of members consists of 34 percent of the voting power, represented in person or by proxy. For purposes of this Bylaw, “voting power” means the power to vote for the election of directors and revision of bylaws. Voting members must be members of record 20 days prior to the meeting for purposes of quorum.

3.08. Quorum. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken, other than adjournment, is approved by at least a majority of members required to constitute a quorum.

3.09. Adjournment for Lack of Quorum. In the absence of a quorum, any meeting of members may be adjourned from time to time by the vote of a majority of the votes represented either in person or by proxy. However, no other business may be transacted except as provided in Section 3.08 of these Bylaws.

3.10. Voting of Membership.

(a) One Vote Per Member. Each member/household is entitled to one vote on each matter submitted to a vote of the members.
(b) **Indivisible Interest in Single Memberships.** Single memberships in which two or more persons have an indivisible interest will be voted as set forth in Section 3.10(c) of these Bylaws relating to the voting of memberships in two or more names.

(c) **Memberships in Two or More Names.** When a membership stands of record in the names of two or more persons, whether fiduciaries, members of a partnership, joint tenants, tenants in common, husband and wife as community property, tenants by the entirety, or otherwise, or if two or more persons (including proxyholders) have the same fiduciary relationship respecting the same membership, unless the Secretary of the Corporation is given written notice to the contrary and is furnished with a copy of the instrument or order appointing them or creating the relationship wherein it is so provided, their acts with respect to voting have the following effect: if only one member votes, that act binds all members; if more than one member votes, the act of the majority so voting binds all members.

(d) **Record Date of Membership.** The record date for the purpose of determining the members entitled to notice of any meeting of members is 20 days before the date of the meeting of members. The record date for the purpose of determining the members entitled to vote at any meeting of members is 20 days before the date of the meeting of members. The record date for the purpose of determining the members entitled to exercise any rights in respect to any other lawful action is 20 days before that other action.

(e) **Cumulative Voting.** Cumulative voting is not authorized for the election of directors or for any other purpose.

(f) **Proxy Voting.** Members entitled to vote are permitted to vote or act by written proxy signed by the member.

3.11. **Action Without Meeting by Written Ballot.**

(a) **Ballot Requirements.** Subject to the limitations specified in Section 3.11(b) of these Bylaws and any contained in the Articles, any action that may be taken at any regular or special meeting of members may be taken without a meeting. If an action is taken without a meeting, the Corporation must distribute a written ballot to every member entitled to vote on the matter. The ballot must state the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the Corporation. Approval by written ballot is valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

(b) **Limitations Pertaining to Election of Directors.** Directors may be elected by written ballot.

(c) **Solicitation of Ballots.** Ballots will be solicited in a manner consistent with the requirements of giving notice of members’ meetings set forth in Section 3.04 of these Bylaws and of voting by written ballot set forth in Section 3.11(d) of these Bylaws. All solicitations must indicate the number of responses needed to meet the quorum requirement and, with respect to ballots other than for the election of Directors, state the percentage of approvals necessary to pass the measure submitted. The solicitation must specify the time by which the ballot must be
received in order to be counted.

(d) Voting by Written Ballot. The form of written ballots distributed to 10 or more members must afford an opportunity on the form of written ballot to specify a choice between approval and disapproval of each matter or group of related matters intended, at the time the written ballot is distributed, to be acted on by that written ballot. The form must also provide, subject to reasonable specified conditions, that if the person solicited specifies a choice with respect to any matter the vote must be cast in accordance with that choice. In any election of Directors, any form of written ballot in which the Directors to be voted on are named as candidates and that is marked by a member “withhold” or otherwise marked in a manner indicating that the authority to vote for the election of Directors is withheld may not be voted either for or against the election of a Director.

(e) Revocation of Ballot. Any member casting a ballot may revoke the ballot, or substitute another, by a writing received by the Corporation before the time specified on the ballot for its receipt by the Corporation, but may not do so thereafter. The revocation is effective on its receipt by the Secretary of the Corporation.


(a) Chair. The President of the Corporation or, in his or her absence, the vice president or the treasurer or the secretary, in that order, or any other person chosen by a majority of the voting members present in person or by proxy, will be Chair of and preside over the meetings of the members.

(b) Secretary. The Secretary of the Corporation will act as the secretary of all meetings of members. However, in the Secretary’s absence, the Assistant Secretary will act as secretary. In the absence of the Secretary and Assistant Secretary, the Chair of the meetings of members will appoint another person to act as secretary of the meetings.

(c) Rules of Order. The Robert’s Rules of Order, as amended from time to time, governs the meetings of members insofar as those rules are not inconsistent with or in conflict with these Bylaws, the Articles of Incorporation of this Corporation, or the rules governing agenda, motions, and related matters.

3.13. Inspectors of Election.

(a) Appointment. Before any meeting of the members, the Board may appoint any persons other than candidates for office as inspectors of election to act at the meeting. If inspectors of election are not so appointed for any meeting, or if any person so appointed fails to appear or refuses to act, the Chair of the meeting may, and on request of any member or member’s proxy must, appoint inspectors of election at the meeting. If inspectors of election are not so appointed for any action by written ballot, or if any person so appointed refuses to act, the President of the Corporation must appoint inspectors of election for that written ballot on request of any member or member’s proxy. The number of inspectors will be either one or three. If appointed at a meeting on the request of one or more members or proxies, the majority of members represented in person or by proxy must determine whether one or three inspectors are to be appointed.

(b) Duties. The inspectors of election must perform the following duties:
(1) Determine the number of outstanding voting memberships, the voting power of each, and, when applicable, the number represented at the meeting, the existence of a quorum, and the authenticity, validity, and effect of proxies.

(2) Receive votes, ballots, or consents.

(3) Hear and determine all challenges and questions in any way arising in connection with the right to vote.

(4) Count and tabulate all votes and consents.

(5) Determine when the polls shall close.

(6) Determine the result.

(7) Do any other acts that may be proper to conduct the election or vote with fairness to all members.

The Inspectors must perform their duties impartially, in good faith, to the best of their ability and as expeditiously as is practical.

(c) **Vote of Inspectors.** If there are three inspectors of election, the decision, act, or certificate of a majority is effective in all respects as the decision, act or certificate of all.

(d) **Report and Certificate.** On request of the Chair or any member or member’s proxy, the inspectors of election must make a written report concerning the performance of their duties and execute a certificate of any fact found by them. Any report or certificate made by the inspectors is prima facie evidence of the facts stated.

**ARTICLE IV**

**DIRECTORS**

4.01. **Number.** The Corporation may not have less than seven (7) or more than nineteen (19) Directors. The exact number of Directors is twelve (12) and this number will be fixed from time to time, within the limits specified in these Bylaws by resolution of the Board.

4.02. **Qualifications of Directors.** The Directors of the Corporation must be residents of the State of California. Each Director also must have been a member of the Corporation for a minimum of 12 months prior to his/her election to a director position.

4.03. **Terms of Office.** Each Director holds office for a term of two years from the date of the Director’s election, and until the Director’s successor is elected and qualifies under Section 4.02 of these Bylaws. If a Director is removed that Director will hold office until his or her removal is effective.

4.04. **Nomination.** Any person qualified to be a Director under Section 4.02 of these Bylaws must be nominated by the Board. Any member qualified for election as a director may request that the board nominate him/her for an open position on the board.

4.05. **Compensation.** The Directors serve without compensation, except that they shall be
allowed and paid their actual and necessary expenses incurred in attending the meetings of the Board upon resolution of the Board.

4.06. Meetings.

(a) Call of Meetings. Meetings of the Board may be called by the Chair of the Board or the President or any Vice President or the Secretary or any two Directors.

(b) Place of Meetings. All meetings of the Board will be held at the principal office of the Corporation as specified in Section 1.01 of these Bylaws or as changed from time to time as provided in Section 1.02 of these Bylaws or at such other place within the State of California as the Board may designate in the Notice of Meeting.

(c) Regular Meetings. Regular meetings of the Board will be held, without call or notice, at the principal office of the Corporation on dates and at times as specified by Board resolution at the first meeting of each calendar year. Regular meetings must be held within the boundaries of Sacramento County.

(d) Special Meetings. Special meetings of the Board may be called by the Chair of the Board or the President or Vice President or the Secretary or any two Directors. Special meetings may be held on four days’ notice by first class mail, postage prepaid, or on 48 hours’ notice delivered personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means. Notice of the special meeting need not be given to any Director who signs a waiver of notice or written consent to holding the meeting, or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting the lack of notice to that Director either before or at the commencement of the meeting. All waivers, consents, and approvals must be filed with the corporate records or made a part of the minutes of the meetings. Special meetings must be held within the boundaries of the City of Sacramento.

(e) Quorum. A majority of the authorized number of Directors constitutes a quorum of the Board for the transaction of business, except as otherwise provided in these Bylaws.

(f) Transactions of Board. Except as otherwise provided in the Articles, in these Bylaws, or by law, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of Directors if any action taken is approved by at least a majority of the required quorum for that meeting, or such greater number as is required by the law, the Articles, or these Bylaws.

(g) Conduct of Meetings. The President or, in his or her absence, the Vice President or, in his or her absence, any Director selected by the Directors then present will preside at meetings of the Board of Directors. The Secretary of the Corporation or, in the Secretary’s absence, the Assistant Secretary, or in the Assistant Secretary’s absence, any person appointed by the presiding officer will act as Secretary of the Board. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment if available, so long as all members participating in the meeting can hear one another. This participation constitutes personal presence at the meeting.
(h) **Adjournment.** A majority of the Directors present at the meeting, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of the adjournment to another time or place must be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

**4.07. Action without Meeting.** Any action required or permitted to be taken by the Board may be taken without a meeting, if all the members of the Board individually or collectively consent in writing to that action. Written consents must be filed with the minutes of the proceedings of the Board. Action by written consent has the same force and effect as the unanimous vote of the Directors.

**4.08. Removal of Directors.**

(a) **Removal for Cause.** The Board may declare vacant the office of a Director on the occurrence of any of the following events:

1. The Director has been declared of unsound mind by a final order of court.
2. The Director has been convicted of a felony.
3. The Director has been found by a final order or judgment of any court to have breached duties imposed by California Corporations Code Section 5230 et seq. on directors who perform functions with respect to assets held in charitable trust.
4. The Director has failed to attend three consecutive meetings of the Board.

(b) **Removal without Cause.** Any or all of the Directors may be removed without cause if removal is approved by a two thirds majority of all members pursuant to California Corporations Code Section 5033.

**4.09. Resignation.** Any Director may resign effective on giving written notice to the President, the Secretary, or the Board of Directors of the Corporation. The notice may specify a later time for the effective date of the resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

**4.10. Vacancies in the Board.**

(a) **Causes.** Vacancies on the Board of Directors occur

1. On the death, resignation, or removal of any Director;
2. Whenever the number of authorized Directors is increased; and
3. On the failure of the Board to elect the full number of authorized Directors.

(b) **Filling of Interim Vacancies by Directors.** Vacancies on the Board of Directors may be filled by approval of the Board of Directors, or, if the number of Directors then in office is less than a quorum, by (1) the unanimous written consent of the Directors then in office; (2) the affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice or waivers of notice as provided in Section 4.06(d) of these Bylaws; or (3) a sole remaining
Director. Board members appointed by this method are still subject to election by the members at
the next Board election.

4.11 Committees.

(a) The Board may from time to time appoint standing or ad-hoc committees to serve the
purposes of the Corporation. The President shall appoint committee chairpersons with approval of
the Board.

(b) The Board may appoint persons who are not on the Board to serve on committees. Such committee members may not serve as the chair of the committee.

(c) Committees shall perform work, conduct studies and make recommendations to the
Board. No position taken by a committee shall be represented as the position of the Corporation
unless that position was previously approved by the Board.

(d) The following committees may operate as standing committees:
   1. Preservation Committee
   2. Planning Committee
   3. Home Tour Committee
   4. Membership Outreach Committee

ARTICLE V
OFFICERS

5.01. Number and Titles. The officers of the Corporation shall be a President, a Vice President,
a Secretary, a Treasurer/Chief Financial Officer, an Immediate Past President, an Assistant
Secretary and those other officers with such titles and duties as determined by the Board and as
may be necessary to enable it to sign instruments. The President is the general manager and chief
executive officer of the Corporation. Any number of offices may be held by the same person,
except that neither the Secretary nor the Treasurer/Chief Financial Officer may serve
concurrently as the President or the Chair of the Board.

5.02. Appointment and Resignation. The officers will be chosen by the Board and serve at the
pleasure of the Board, subject to the rights, if any, of an office under any contract of
employment. Any officer may resign at any time on written notice to the Corporation without
prejudice to the rights, if any, of the Corporation under any contract to which the officer is a
party.

5.03. President. The President shall be the chief executive officer (“CEO”) of the Corporation
and shall, subject to the control of the Board of Directors, have general supervision, direction,
and control of the business and affairs of the Corporation. He or she shall preside at all meetings
of the members and at all meetings of the Board of Directors and Executive Committee. He or
she shall be ex-officio a member of all the standing committees, if any; shall have the general
powers and duties of management usually vested in the office of president of a corporation; and
shall have such other powers and duties as may be prescribed by the Board of Directors or these
Bylaws.
5.04. **Vice President.** In the absence or disability of the President, the Vice President shall perform all the duties of the President. A Vice President so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President shall have other powers and perform other duties prescribed from time to time by the Board.

5.05. **Secretary.** The Secretary shall keep or cause to be kept, at the principal office or other place ordered by the Board, a book of minutes of all meetings of the Members of the Corporation, the Board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice given of the meeting, the names of those present at Board and committee meetings, and the proceedings of the meetings. The Secretary shall keep, or cause to be kept, at the principal office in the State of California, the original or a copy of the Corporation's Articles and Bylaws, as amended to date. The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees of the Board required by these Bylaws or by law to be given, shall keep the seal, if any, of the Corporation in safe custody, and shall have other powers and perform such other duties prescribed by the Board.

5.06. **Treasurer.** The Treasurer is the chief financial officer of the Corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation. The books of account shall at all times be open to inspection by any Director. The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the Corporation with depositaries designated by the Board. The Treasurer shall disburse the funds of the Corporation as ordered by the Board, shall render to the President and the Directors, whenever they request it, an account of all transactions as Treasurer and of the financial condition of the Corporation, and shall have other powers and perform other duties prescribed by the Board.

5.07. **Assistant Secretary.** In the absence or disability of the Secretary, the Assistant Secretary shall perform all the duties of the Secretary. An Assistant Secretary so acting shall have all the powers of, and be subject to all the restrictions upon, the Secretary. The Assistant Secretary shall have such other powers and perform such other duties as are prescribed from time to time by the Board.

**ARTICLE VI**

**OTHER PROVISIONS**

6.01. **Endorsement of Documents; Contracts.** Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof executed or entered into between the Corporation and any other person, when signed by any one of the President, or any Vice President and by any one of the Secretary, any Assistant Secretary, the Treasurer, or any Assistant Treasurer of the Corporation shall be valid and binding on the Corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person or persons, and in the manner, as from time to time determined by the Board. Unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.
6.02. Representation of Shares of Other Corporations. The President or any other officer or officers authorized by the Board or the President are each authorized to vote, represent, and exercise on behalf of the Corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of the Corporation. The authority granted in this Section 6.02 may be exercised either by any such officer in person or by any person authorized so to do by proxy or power of attorney duly executed by that officer.

6.03. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the General Provisions of the California Corporations Code and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws.

6.04. Amendments. These Bylaws may be amended or repealed by the approval of the Board, subject to subsequent approval of the Membership.

ARTICLE VII
INDEMNIFICATION

7.01. Definitions. For the purposes of this Article VII, "agent" means any person who is or was a director, officer, employee, or other agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of the Corporation or of another enterprise at the request of that predecessor corporation; "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and "expenses" includes without limitation attorneys' fees and any expenses of establishing a right to indemnification under Section 7.04 or 7.05(b) of this Article VII.

7.02. Indemnification in Actions by Third Parties. The Corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the Corporation to procure a judgment in its favor, an action brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust), by reason of the fact that that person is or was an agent of the Corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with that proceeding if that person acted in good faith and in a manner that person reasonably believed to be in the best interests of the Corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of that person was unlawful. The termination of any proceeding if that person acted in good faith and in a manner that person reasonably believed to be in the best interests of the Corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of that person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner that the person reasonably believed to be in the best interests of the Corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.
7.03. Indemnification in Actions by or in the Right of the Corporation. The Corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action by or in the right of the Corporation, or brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that the person is or was an agent of the Corporation, against expenses actually and reasonably incurred by that person in connection with the defense or settlement of that action if the person acted in good faith, in a manner such person believed to be in the best interests of the Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 7.03:

(a) In respect of any claim, issue, or matter as to which that person shall have been adjudged to be liable to the Corporation in the performance of that person's duty to the Corporation, unless and only to the extent that the court in which the proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for the expenses that the court shall determine;

(b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

(c) Of expenses incurred in defending a threatened or pending action that is settled or otherwise disposed of without court approval, unless it is settled with the approval of the Attorney General.

7.04. Indemnification Against Expenses. To the extent that an agent of the Corporation has been successful on the merits in defense of any proceeding referred to in Sections 7.02 or 7.03 of this Article VII or in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

7.05. Required Determinations. Except as provided in Section 7.04 of this Article VII any indemnification under this Article VII shall be made by the Corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Sections 7.02 or 7.03 of this Article VII, by:

(a) A majority vote of a quorum consisting of directors who are not parties to the proceeding;

(b) The court in which the proceeding is or was pending upon application made by the Corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not the application by the agent, attorney, or other person is opposed by the Corporation.
7.06. **Advance of Expenses.** Expenses incurred in defending any proceeding may be advanced by the Corporation before final disposition of the proceeding upon receipt of an undertaking by or on behalf of the agent to repay that amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article VII.

7.07. **Other Indemnification.** No provision made by the Corporation to indemnify its or its subsidiary's directors or officers for the defense of any proceeding, whether contained in the Articles, Bylaws, a resolution of members or directors, an agreement, or otherwise, shall be valid unless consistent with this Article VII. Nothing contained in this Article VII shall affect any right to indemnification to which persons other than such directors and officers may be entitled by contract or otherwise.

7.08. **Forms of Indemnification Not Permitted.** No indemnification or advance shall be made under this Article VII, except as provided in Section 7.04 or 7.05(b), in any circumstances in which it appears:

- (a) That it would be inconsistent with a provision of the Articles, these Bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification;

- (b) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

7.09. **Insurance.** The Corporation shall have power to purchase and maintain insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in that capacity or arising out of the agent's status as such whether or not the Corporation would have the power to indemnify the agent against liability under the provisions of this Article VII, provided, however, that a Corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the Corporation for a violation of Section 5233 of the California Corporations Code. Subject to applicable law (including but not limited to legal restrictions on use of the Corporation's assets, required findings by or on behalf of the Corporation, any applicable federal or state tax laws (including, if the Corporation holds assets upon charitable trusts, its status with respect to such assets) and to the laws referred to in Section 7.12 below, the Corporation shall use reasonable efforts in good faith to obtain and maintain general liability insurance and errors and omissions insurance (to the extent generally available on commercially reasonable terms) on behalf of statutory members, directors, officers and employees, and agents, including but not limited to insurance as contemplated by Section 5047.5 of the California Corporations Code.

7.10. **No Applicability to Fiduciaries of Employee Benefit Plans.** This Article VII does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in such person's capacity as such, even though that person may also be an agent of the Corporation as defined in Section 7.01 of this Article VII. The Corporation shall have power to indemnify that trustee, investment manager, or other fiduciary to the extent permitted by Section 207(f) of the California General Corporation Law.
7.11. **Meetings of the Board.** On written request to the board by any person seeking indemnification under these bylaws or the California Nonprofit Public Benefit Corporation Law, the Board shall promptly convene a meeting and in good faith decide whether the applicable standard(s) have been met and, subject to any required findings and other constraints, if any, upon its power to provide such indemnification, if they have been met, shall promptly authorize such indemnification.

7.12. **Federal and State Exculpatory Provisions.** Nothing in this Article VII shall limit or otherwise adversely affect the rights of qualifying agents of this Corporation under the Federal Volunteer Protection Act of 1997, as amended, Section 5047.5 of the California Corporations Code or similar provisions of other laws or public policies limiting such liability, as now in effect or as any thereof may be amended.

7.13. **Separability.** Each and every paragraph, sentence, term, and provision of this Article is separate and distinct so that if any paragraph, sentence, term, or provision shall be held to be invalid or unenforceable for any reason, its invalidity or unenforceability shall not affect the validity or enforceability of any other paragraph, sentence, term, or provision of this Article. To the extent required, any paragraph, sentence, term, or provision of this Article may be modified by a court of competent jurisdiction to preserve its validity and to provide the claimant with, subject to the limitations set forth in this Article and any agreement between the Corporation and the claimant, the broadest possible indemnification permitted under applicable law.

**ARTICLE VIII**  
**CORPORATE RECORDS, REPORTS, AND SEAL**

8.01. **Keeping Records.** The Corporation must keep adequate and correct records of account and minutes of the proceedings of its statutory members, Board, and committees of the Board. The Corporation must also keep a record of its members, giving their names and addresses. The minutes will be kept in written form. Other books and records will be kept in either written form or in any other form capable of being converted into written form.

**CERTIFICATE OF SECRETARY OF SACRAMENTO OLD CITY ASSOCIATION, A CALIFORNIA NONPROFIT CORPORATION**

I hereby certify that I am the duly elected and acting Secretary of this Corporation and that the foregoing Bylaws, comprising sixteen (16) pages, constitute the Bylaws of this Corporation as duly adopted at a meeting of the Members held on ________________.

Dated: ________________.  

By: Sean deCourcy, Secretary

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